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11 Proposed Plaintiffs' Co-Lead Counsel

12
13 **UNITED STATES DISTRICT COURT**
14 **NORTHERN DISTRICT OF CALIFORNIA**
15

16 **PAUL MEOLA**, individually, and on
17 behalf of himself and all others similarly
18 situated,

19 Plaintiff,

20 vs.

21 **AXA FINANCIAL, INC.; AXA**
ADVISORS, LLC; AXA EQUITABLE
22 **LIFE INSURANCE CO.;** and DOES 1
through 10, inclusive,

23 Defendants.
24
25
26
27
28

No. C06-04291-JSW

CLASS ACTION

**DECLARATION OF
NIALL P. McCARTHY IN
SUPPORT OF PLAINTIFFS'
MOTION FOR APPOINTMENT
OF LEAD COUNSEL**

Date: November 30, 2007
Time: 9:00 a.m.
Courtroom: 2
Hon. Jeffrey S. White

CARLTON M. LENNON, individually, and
on behalf of all other members of the general
public similarly situated, **JAMES L.**
THOMPSON, individually, and on behalf of
all other members of the general public
similarly situated,

Plaintiffs,

vs.

AXA ADVISORS, LLC; AXA
NETWORK, LLC; and DOES 1 through 20,
inclusive,

Defendants.

No. 07-01858 JSW

ANTHONY BOLEA, on behalf of himself
and all others similarly situated,

Plaintiff,

vs.

AXA ADVISORS, LLC and AXA
EQUITABLE LIFE INSURANCE CO.,

Defendants.

No. C07-02777 JSW

HARKANT DHRUV, on behalf of himself
and all others similarly situated,

Plaintiff,

vs.

AXA EQUITABLE LIFE INSURANCE
CO., et al.

Defendants.

No. C07-04368-JSW

1 I, NIAL P. McCARTHY, declare:

2 1. I am an attorney duly admitted to practice before all courts of the
3 State of California and all federal district courts located in California. I am a
4 member of Cotchett, Pitre & McCarthy ("Cotchett firm"), counsel for Plaintiff
5 Harkant Dhruv. I submit this declaration in support of Plaintiffs' motion for an
6 Order Granting Entry of Pre-Trial Order No. 1 and appointment of the Cotchett
7 firm and Schiffrin Barroway Topaz & Kessler, LLP ("Schiffrin firm") as Co-Lead
8 Counsel.

9 2. I am a partner in the law firm of Cotchett, Pitre & McCarthy located
10 in Burlingame, California. I joined the Cotchett firm in 1992. I am honored to
11 have been selected as one of the top 20 attorneys in the State of California under
12 40 by the *Los Angeles Daily Journal* and the *San Francisco Daily Journal*. From
13 2004 to 2007 I was selected as a Northern California "Super Lawyer" by *San*
14 *Francisco Magazine*. In 2006, I was selected as one of the top 500 plaintiff
15 lawyers in the United States by the legal affairs magazine *Lawdragon*.
16 Both the firm and I are privileged to have AV ratings by *Martindale-Hubbell*. My
17 partner, Nancy L. Fineman, has over twenty years experience litigating complex
18 cases, representing both plaintiffs and defendants. She currently is one of the lead
19 attorneys representing the Independent Plaintiffs in *In re Natural Gas Antitrust*
20 *Cases I, III, III and IV (JCCP)* (San Diego County Superior Court). She has
21 previously been class counsel for municipalities and counties suing PG&E for
22 underpayment of franchise fees.

23 3. The Cotchett firm is experienced in handling complex litigation, and
24 is presently serving as lead class counsel in numerous class actions, as well as lead
25 counsel in other complex litigation. Attached hereto as Exhibit A is a true and
26 correct copy of the Cotchett firm's most recent listing in the Martindale-Hubbell
27
28

1 Law Directory. Attached hereto as Exhibit B is a representative list of complex
2 cases in which my firm has been involved.

3 4. The Cotchett firm has served as lead, liaison and/or trial counsel in
4 class actions and/or complex cases including, among others, the following:

5 *In re Homestore Sec. Litig.* (C.D. Cal.);

6 *California State Teachers' Retirement System v. AOL* (San Francisco
7 Superior Court);

8 *California State Teachers' Retirement System v. Qwest*

9 *Communications International Inc.* (San Francisco Superior Court);

10 *The Regents of the University of California v. Salomon Smith Barney,*
11 *Inc., Worldcom, et al.* (San Francisco Superior Court);

12 *Harmsen v. Smith* (Affirmed on Appeal by 9th Cir. 1982);

13 *In re Pilgrim Sec. Litig.* (C.D. Cal.);

14 *In re Homefed Sec. Litig.* (S.D. Cal.);

15 *In re Methionine Antitrust Litig.* (N.D. Cal.);

16 *In re Beer Antitrust Litig.* (N. D. Cal.);

17 *In re Louisiana Pacific Inner-Seal OSB Trad. Pract. Litig.* (N.D.
18 Cal.);

19 *In re Sodium Gluconate Antitrust Litig.* (N.D. Cal.); and

20 *In re Web TV Networks Litig.* (Santa Clara Superior Court).

21 5. The Cotchett firm has experience in employment wage/hour cases in
22 actions including:

23 *In re Wachovia Securities, LLC Wage and Hour Litigation* (C.D.
24 Cal.) (appointed Co-Lead Counsel);

25 *Sotelo et al. v. MediaNews Group, et. al.* (Alameda Superior Court);

26 *Woo v. Skidmore, Owings, & Merrill LLP* (San Francisco Superior
27 Court);

1 *Flinn v. Continental Casualty Company* (San Francisco Superior
2 Court);

3 *RN Solution, Inc. v. Catholic Healthcare West* (San Francisco
4 Superior Court); and

5 *Covert v. Rite Aid Corp., et. al.* (Sonoma Superior Court).

6 6. The Cotchett firm has achieved a reputation for diligently and
7 vigorously prosecuting its cases, including class actions, and bringing cases to trial
8 where doing so is in the class members' best interest. This was recognized, for
9 example, in *Louisiana Pacific Corp.*, where in his order conditionally certifying a
10 settlement class and granting approval of the settlement, the Honorable Vaughn
11 Walker, United States District Judge for the Northern District of California, stated:

12 In this circuit, representation is "adequate" if (1) the attorney
13 representing the class is qualified and competent; and (2) the class
14 representatives do not have interests antagonistic to the rest of the
15 class [citations.] Where, as here, the proposed settlement has been
16 negotiated prior to class certification, the court must be especially
17 vigilant in its efforts to scrutinize the performance of plaintiffs'
18 attorneys because there is a heightened risk that the attorneys
19 colluded with each other to settle the case at the expense of the class.
20 [citations.]

21 The court is satisfied that the proposed class counsel of Cotchett &
22 Pitre and Corey, Luzaich, Gemello, Manos & Pliska are competent to
23 represent the class. ***The Cotchett firm, in particular, has appeared***
24 ***before the court in other actions and performance of its attorneys to***
25 ***date in this and in other cases is a testament to the ability of these***
26 ***attorneys.***

1 Attached hereto as Exhibit C are true and correct portions of Judge Walker's
2 Order, filed October 22, 1997 (quoted portion at 6:5-27 (emphasis added)).

3 7. Several complex litigation judges have recognized the Cotchett firm
4 for its efforts on behalf of its clients. The following are excerpts from such
5 recognitions:

6 I have a lot of experience in this kind of litigation"... [and] "the
7 lawyers, many of whom I am personally familiar with, are ***top notch***
8 ***lawyers who have provided excellent representation.***"

9 - Judge of the Superior Court

10 (Attached hereto as Exhibit D are true and correct portions of the Reporter's
11 Transcript of a Final Approval hearing on April 23, 2003 before the Hon.
12 Richard A. Kramer, Judge of the Superior Court.)

13 ***"Class Counsel have achieved an excellent result for the settlement***
14 ***class..."*** "... Class Counsel applied ***extraordinary skill and***
15 ***thoughtfulness*** in fashioning the complex settlement package and
16 ***communicating it thoroughly and clearly to the class.***"

17 - Judge of the Superior Court

18 (Attached hereto as Exhibit E is a true and correct copy of a March 25, 2005 Order
19 by the Hon. Anthony J. Mohr, Judge of the Superior Court, Approving Award of
20 Attorneys' Fees, Costs, and Class Representative Incentive Payments.)

21 "This court has had the distinct pleasure of having the parties in this
22 case represented by ***some of the finest attorneys not only in this state***
23 ***but in the country.***" Cotchett, Pitre, & McCarthy has "well reputed
24 experience in [consumer fraud] litigation."

25 - Judge of the Superior Court

26 (Attached hereto as Exhibit F are true and correct copies of portions of the
27 Reporter's Transcript of a Final Approval hearing on June 24, 2005 before the
28

1 Hon. Carol L. Mittlesteadt, Judge of the Superior Court.)

2 8. Attached hereto are true and correct copies of the following Orders of
3 this Court:

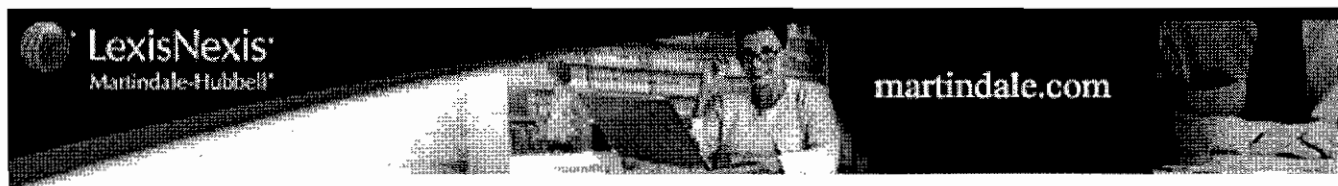
- 4 • Exhibit G: May 17, 2007 Order relating *Meolu v. Axa*
5 *Financial, Inc., et al.* (C06-04291) to *Lennon v. Axa Advisors,*
6 *LLC, et al.* (C07-01858).
- 7 • Exhibit H: August 29, 2007 Order relating *Bolea v. Axa*
8 *Financial, Inc., et al.* (C06-04291) and *Lennon v. Axa Advisors,*
9 *LLC, et al.* (C07-01858).
- 10 • Exhibit I: September 7, 2007 Order relating *Druv v. Axa*
11 *Equitable Life Insurance Company, et al.* (C07-04368) and
12 *Meola v. Axa Financial, Inc., et al.* (C06-04291).

13 9. The Cotchett firm is fully committed to dedicating its significant
14 personal and financial resources to the successful and efficient resolution of this
15 matter.

16 I declare under penalty of perjury under the laws of the United States of
17 America that the forgoing is true and correct. Executed this 1st day of October,
18 2007.

19 /s/ Niall P. McCarthy
20 NIALL P. MCCARTHY
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Exhibit A



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Law Firm Overview for Cotchett, Pitre & McCarthy Burlingame, California

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Attorneys/Legal Personnel from Cotchett, Pitre & McCarthy Burlingame, California

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MEMBERS OF FIRM

Joseph W. Cotchett, (Managing Partner) born Chicago, Illinois, January 6, 1939; admitt 1965, California; 1972, U.S. Supreme Court; 1980, District of Columbia; 2006, New York. **Education:** California State Polytechnic College (B.S., Engineering, 1960); Hastings College of the Law, University of California (LL.B., 1964). Author: "Discovery of Experts Work," California Trial Association Journal, Spring, 1967; "Experimental Evidence in Products Liability," California Trial Association Journal, November, 1969; "The Class Action-The Coming Tool," American Trial Lawyers Association Journal, February, 1971; "Judicial Salaries: Inflation vs. Justice," Trial Magazine, July, 1980; "Shie Sword: The Fifth Amendment Privilege In Commercial Cases," Trial Magazine, May, 1982; and Accountant Liability in Business Litigation," CTLA Forum, 1985; "Liability of Accountant Lawyers," Trial Magazine, April, 1987; "Punitive Damages: They Belong to the Public," Int Society of Barristers Quarterly, Vol. 28, No. 4 (1994). Co-author: California Products Liability Actions, Matthew-Bender, 1970; California Courtroom Evidence, Parker & Son, 1972; Federal Courtroom Evidence, Parker & Son, 1976; The Ethics Gap, Parker & Son, 1991; California Evidence Foundations, Parker Publications, 1993; Persuasive Opening Statements and Clo Arguments, California Continuing Education of the Bar, 1988; "Effective Opening Stateme California Litigation, Journal of the Litigation Section, State Bar of California, 1991; "Jury Witnesses," California Litigation, Journal of the Litigation Section, California State Bar, 1991; "Winning Through A More Effective Direct Examination," California Litigation, Journal of the Section, California State Bar, 1991; "Jury Trial Tips: High Tech Tools," California Litigation of the Litigation Section, California State Bar, 1992; "Arguing Punitive Damages," Civil Lit Reporter, California Continuing Education of the Bar, 1990; "Punitive Damages: How Much Enough?" Civil Litigation Reporter, California Continuing Education of the Bar, 1998. Contributor: Class Action Primer, Law Journal Press, 1973; Objections to Evidence and Preservation Record, California Civil Procedure During Trial, CEB, 1982; Winning Strategies and Technical Civil Litigators, Practising Law Institute, 1992. Lecturer: Antitrust Actions, The National Center for Advocacy, Harvard Law School, 1974; Class Actions; University of Southern California, 1977; Multidistrict Procedure, 1977 and Federal Evidence, 1979, University of Nevada; Securities Litigation, Georgetown University, 1978; Trial Practice, Hastings Center for Advocacy, 1985; Federal Practice Institute, 1985-1997; CEB Annual Federal Trial Practice Institute, 1985-1997; Advanced Course of Study: Federal Practice, 1998; State Bar of California, Litigation Section Champions of the Courtroom, 1998 Annual Trial Symposium. Special Counsel to Governor G. Brown, Jr., 1975. Co-Chairman, Governor's Task Force On Agricultural Labor Relations, 1976. Member, Judicial Council of the State of California, 1977-1978. Member, Judicial Council Commission on the Future of The Courts, appointed by Chief Justice Malcolm Lucas, 1991. Member: Select Committee on Judicial Retirement, 1993-1994, Appointed by Chief Justice Lucas. Member, Judicial Council Task Force on Complex Civil Litigation, appointed by Chief Justice Ronald George, 1997-1999. Special Assistant Attorney General, State of South Dakota, 1995-1996. Member, California Commission on Judicial Performance, 1985-1989. Member: Board of C Hastings College of the Law, University of California, 1981-1993; Hastings Blue Ribbon Commission, 2002-. Member, Board of Directors, Disability Rights Advocates, 1995-2002. Member, Board of Directors, Witkin Legal Institute, 1996-2005. Member, National Panel of Arbitrators, American Arbitration Association, 1996-2005.

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Arbitration Association. Member, Board of Directors, Bay Meadows Charitable Foundation. Member, Board of Directors, Public Citizen Foundation (1996—). Member, Board of Directors, California Works Foundation, (2000—). Member, Animal Legal Defense Fund (1999—). Member, Federal Judicial Advisory Committee, Central District of California. Member, Board of Advisors, War College (2000-2006). Member, Board of Directors, U.S. District Court, Northern District of California Historical Society (1995—). Member, California Blue Ribbon Commission on Child Foster Care (2006—). Chair, Board of Directors, Leo T. McCarthy Center for Public Service and the Common Good, 2003—. Member, Board of Directors, Earthjustice, 2003. Member, Lawyer Committee for Civil Rights of San Francisco Bay Area, 2004—. Member, Board of Directors, California Polytechnic State University Foundation, 2005-2006. **Member:** San Mateo County Bar Association (Member, Board of Directors, 1970-1972) and American (Member, Antitrust Section; Vice President, Committee on Commercial Torts, Section of Tort and Insurance Practice, 1989-1990) Bar Associations; The State Bar of California (Member, Board of Governors, 1972-1975; Vice President, 1974-1975); San Francisco Lawyers Club; San Mateo County Trial Lawyers Association (President, 1969); California Trial Lawyers Association (Member, Board of Governors, 1969-1972; Vice President, 1972); Consumer Attorneys of California; (Presidential Award of Merit, 2000); Association of Business Trial Lawyers; The Association of Trial Lawyers of America (Secretary, Commercial Litigation Section, 1971; Chairman: Consumer Protection Committee, 1971; Chairman, Federal Courts Committee, 1978-1982; Member, Board of Governors, 1983-1986); Trial Lawyers Association (President, 1986-1987; Member, Board of Governors, 1982—); American Board of Advocates (Advocate, 1981—; National Board of Directors, 1999); California State Park and Recreation Commission, appointed by Governor Gray Davis (2000; Chair, 2001-2002); Republic Pound-American Trial Lawyers Foundation (1999). Fellow: American College of Trial Lawyers; American Bar Foundation; International Academy of Law and Science; International Academy of Trial Lawyers (Member, Board of Directors, 1997—); International Society of Barristers. [United States Army, 1960-1990, active duty, 1960-1961]. (Certified as a Civil Trial Advocate, National Trial Advocacy). **AV Peer Review Rated**

Frank M. Pitre, (Member) born San Francisco, California, January 17, 1955; admitted to California; 1985, U.S. Supreme Court. **Education:** University of San Francisco (B.S., cum laude, 1977; J.D., 1981). Legal Externship, California Supreme Court, 1980. Law Clerk, San Mateo Superior Court, 1981. Author: "Abuse of Process," California Tort Damages, California Continuing Education of the Bar, 1988; "Tort Trends," The Docket, San Mateo County Bar Association, 1994. Co-Author: "Jury Instructions: A Practical Approach to their Use," Civil Litigation Reporter, March, 1984; "Arguing Punitive Damages," Civil Litigation Reporter, California Continuing Education of the Bar, 1991; "Effective Opening Statements," California Litigation, Journal of the Litigation Section, California State Bar, 1991; "Jury Trial Tips: Witnesses," California Litigation, Journal of the Litigation Section, California State Bar, 1991; "Winning Through A More Effective Direct Examination," California Litigation, Journal Of The Litigation Section, California State Bar, 1991; "Jury Trial Tips: High Tech Tools," California Litigation, Journal of the Litigation Section, California State Bar, 1992. Consultant: "California Civil Practice," Bancroft-Whitney, 1992; "California Practice: Civil Procedure During Trial," CEB, 1995; "California Personal Injury Proof: Update 1996—." Panelist: "Fundamentals of Civil Litigation Before Trial," California Continuing Education of the Bar, 1988 and 1990; "Jury Instructions," California Continuing Education of the Bar, 1989; "Proving Injuries To The Body And Mind," San Diego Trial Lawyers Association, 1989; "Tort Damages: How To Identify And Prove Them," California Continuing Education of the Bar, 1989; "Jury Voir Dire Skills Workshop," California Continuing Education of the Bar, 1989; "Trial Preparation: The War To End All Wars," Association of Defense Counsel of Northern California, 1991; "Evaluation & Settlement," San Mateo County Trial Lawyers Association, 1991; "Trial Video Evidence In The Televisual Age," California Continuing Education of the Bar, 1991 and 1992; "Premises Liability Seminar," San Mateo Trial Lawyers Association, 1994; "Deposition Fundamentals," Lorman Business Center, 1995—; "Preparing For Trial The Last 100 Days," California Continuing Education of the Bar, 1994, 1996, 1997 and 1998; "Mass Torts: The Future Is Now," Consumer Attorneys of California, 2000; "Jury Trials in the Aftermath of September 11th," Consumer Attorneys of California, 2001; "Jury Selection: Overcoming Juror Bias," Consumer Attorneys of California, 2002, 2004; "Jury Selection," San Francisco Trial Lawyers, 2003; "The Art of Examination," CEB 2003; "Evidence For the Trial Practitioner in California," Lorman Education Services, 2003-2006; "The Art of Jury Selection," Consumer Attorneys of California, 2003; "Effective Opening Statements & Closing Arguments," California Continuing Education of the Bar, 2004; "Opening Statements and Hearsay," Lorman Business Center, 2005. Lecturer: Working With Experts, Hastings College of Advocacy, 1987; Overlooked Torts in Business Litigation, California Trial Lawyers Association, 1987; Closing Arguments, Hastings College of Advocacy, 1989; "Trial Preparation," Hastings College of Advocacy, 1992. Faculty: Hastings College of Advocacy, 1988-1994; University of San Francisco, "Trial Skills Workshop," 1995-1998; "Creative Opening Statements," California Trial Lawyers Association, 1994; "Creative Video Evidence," Consumer Attorneys of California, 1995; "Evaluation Of A Case," Santa Clara County Trial Lawyers Association, 1995.

University, 1996; "How to Handle The Trial Of a Trademark/Trade Dress Claim; The Kend v. Gallo Case," Business Section of the San Mateo County Bar Association, 1997; "The Ca: the TEC-9 Assault Rifle," Consumer Attorneys of California, 1998; "Diet Center Liability ar Phen Cocktail," Consumer Attorneys of California, 1999; "Tips on Jury Selection for a Busi Case," Consumer Attorneys of California, 1999; "The First Amendment Challenge to Produ Suits," Consumer Attorneys of California, 2000. Judge Pro Tem, San Mateo County Superi 1993—. Listed, "The Best Lawyers in America," Naifeh & Smith, 2006; "Northern Californi Lawyers 2004, 2005 (Top 100)"; Listed, "Best Lawyers in Bay Area," 2004-2006; Listed, ' Leading Litigators in America," 2006. Lawdragon Recipient, San Mateo County Trial Lawye of The Year, 2006. **Member:** Bar Association of San Francisco; San Mateo County (Membr of Directors, 1996-2001) and American Bar Associations; The State Bar of California; San County Barristers (Member, Board of Directors, 1984-1986); Consumer Attorneys of Calif (Member: Board of Governors, 1998—; Financial Secretary, 2001-2002; Vice President, 2 President-Elect, 2004-2005; President, 2005-2006); Consumer Attorneys of San Mateo Ci (Member, Board of Directors, 1996-2001); Association of Business Trial Lawyers (Member Directors, 1996-2000); Association of Trial Lawyers of America; American Board of Trial A (Associate, 2000—). Fellow, American Bar Foundation, 2006; International Academy of Tr Lawyers, 2006. (Certified Civil Trial Advocate, National Board of Trial Advocacy). **AV Pe Rated**

Niall P. McCarthy, (Member) born San Francisco, California, May 6, 1967; admitted to b California; 2001, U.S. Supreme Court. **Education:** University of California at Davis (B.A., Santa Clara University (J.D., 1992). Selected: Top 20 Lawyers Under 40, California Law B 2002; "40 Under 40," Most Successful Litigators in America Under 40, National Law Journ Northern California Super Lawyers 2004-2006. MCLE Panelist: "Courtroom Conduct: Tacti Contempt and Common Sense," 1999; "Elder Abuse," 1999, 2000, 2001, 2002, 2003; "Fundamentals of Business Litigation," 2000; "Healthcare Qui Tam Actions," 2002; "Comp Litigation Strategies," 2002, "Class Actions in California State Court," 2002, 2003; "Unfair Practices-B & P Code 17200 And Beyond," 2003; "Recent Developments in Private Attorne Litigation," 2003; "Discovery for Trial," 2003; "Duties of Class Counsel," 2004-2005; Taki Effective Depositions," 2005; "Effective Use of Class Actions," 2006. Co-Author; "Californi Actions: A Primer for the General Litigator," 1997. Author: "The Elder Abuse Statute: Cali Underutilized Law," 1998; "Elder Abuse: Recent Legal and Legislative Developments," 199 "Financial Elder Abuse in Real Estate Transaction Under the 2000 Revisions to the Elder A 2000; "Elder Abuse Claims Not Subject to MICRA," 2001; "Home Equity Loss in California Predatory Lending," 2002; "Recent Developments in False Claims Act Healthcare Litigati "Certifying A Multistate Business & Professions Code Section 17200 Class Action After Wa: Mutual," 2003. Co-Author: "Predatory Practices In Mortgage Contract Servicing," 2004; "I of the Home Mortgage Disclosure Act on Predatory Lending, 2005; "Emerging Issues In Cl Litigation" 2006. **Member:** San Mateo County and American Bar Associations; State Bar c California; San Mateo County Barristers, San Mateo County (President, 1997); Chair, San County Bar Business Litigation Section (2001-2002); San Mateo County Trial Lawyers Ass (President, 2005); National Association of Consumer Advocates; Association of Business T Lawyers; Consumer Attorneys of California (Vice President, 2007); University of San Fran American Inn of Court, 1998-2006; Million Dollar Advocates Forum. **AV Peer Review R**

Nancy Leavitt Fineman, (Member) born San Francisco, California, April 29, 1960; admil 1986, California. **Education:** University of California, Berkeley (A.B., 1981); Hastings Col Law; Boalt Hall School of Law (J.D., 1986). Member, Thurston Society. Recipient, America Jurisprudence Award in Evidence. Contributing Author: Chapter on Partition and Distributi Texas Probate, Estate and Trust Administration, Matthew Bender, 1993. Speaker: Torts P Recent Developments, Continuing Education of the Bar, 2001, 2002, 2003, 2004, 2005, 2 Ethical Issues Before and During Trial, San Mateo County Bar Association, 2006; "Class A Federal and State Court Comparison, State Bar of California, 2000; Paralegals and the Lit Team in California, 1999; Consumer Attorneys of California Seminars on Fen-Phen Litigati and November, 1999; The Small Firm Alternative, Boalt Hall, 1998; "Who's Liable for Wha Harassment Cases," Labor & Employment Law Seminar, State Bar of California. Speaker, Issues Before and During Trial, San Mateo County Bar Association, 2006. Speaker and Au "Building Your Trial Skills," National Business Institute, 2006; "How to Litigate Your First C California," National Business Institute, 2003, 2004; "Trial Preparation from Start to Finis California Paralegals," Institute for Paralegal Education, 2002. Co-Author with Joseph W. C "Enron, Arthur Anderson and Wall Street, Slain by Trial Lawyers," ATLA 2003. Co-Author Joseph W. Cotchett and Bruce L. Simon, "Developing Damage Theories in Commercial Cla Actions," National College of Advocacy, 2000. Co-Author, "Sexual Harassment Cases: A P Perspective," Labor & Employment Law Seminar, State Bar of California, October 1998. P:

San Mateo County Women Lawyers Section on Law and Motion Practice, 1993. Board Men Mateo County Bar Association, 2006. **Member:** San Mateo County Bar Association Directc); State Bar of California; California Women Lawyers; Northern California Super Lawyers, 2005. Fellow, American Bar Foundation, Rule of Law Delegate to China, 2006; American A Trial Counsel, 2006—. Commissioner, Commission on Judicial Nominees Evaluation, 1996 Judge Pro Tem, San Mateo County Superior Court, 1996—. President, San Mateo County Lawyers' Section Educational Foundation, 2000-2003. Chair, San Mateo County Professor Committee. 2000-2003. **AV Peer Review Rated**

Mark C. Molumphy, (Member) born San Mateo, California, September 28, 1966; admitted 1993, California; 2001, U.S. Supreme Court. **Education:** University of California at Berkeley (B.A., 1989); Edinburgh University; University of San Francisco (J.D., 1993). Law Clerk, San Francisco Superior Court, 1992. Co-author: "Punitive Damages: How Much Is Enough?" Civil Reporter, California Continuing Education of the Bar, 1998. Panelist, "Strategic Tips For Success in Propounding & Opposing Written Discovery," California Continuing Education of the Bar, 1999. "Punitive Damages: Maximizing Your Client's Success or Minimizing Your Client's Exposure," California Continuing Education of the Bar, 2001; "Class Action Litigation in California," Bar Continuing Education, 2005. **Member:** San Mateo County (Member, Business and Litigation Executive Committee, 1995-1999; Chair, 1996) and American Bar Associations; State Bar of California; San Mateo County Barristers (Director, 1993-1999; Treasurer, 1996; Secretary, Vice President, 1998; President, 1999); Association of Business Trial Lawyers; University of San Francisco American Inn of Court (Barrister); San Mateo Superior Complex Litigation Committee; San Mateo County Legal Aid Society (Member, Board of Directors, 1998-2004).

Steven N. Williams, (Member) born Mineola, N.Y., 1963; admitted to bar, 1992, New Jersey; 1993, New York; 1994, California; 1996, U.S. Supreme Court. **Education:** New York University (B.A., 1986); Fordham University School of Law (J.D., 1992). Author: Moore's Federal Practice, 671 (Federal Habeas Corpus) (3d Ed. Matthew Bender 1997); "Successful Contractual Remediation on Candor, Realism, and Common Goals," Remediation (John Wiley Summer 1995); Co-Author: "Reauthorizing Superfund: Problems and Prospects," New York Law Journal, March 29, 1999. Presentations: "Developments in MTBE Litigation," Consumer Attorneys of California, 2000; "California and Federal Discovery Update," Consumer Attorneys of California, 2004, 2005, 2006; "Using the Internet for Research," North San Mateo County Bar Association, 1998; "Regulatory Developments," Environmental Information Association Annual Conference, 1994. **Member:** San Mateo County Bar Association; Consumer Attorneys of California; Trial Lawyers for Public Justice; Association of Trial Lawyers of America. **Practice Areas:** Environmental; Antitrust. **AV Peer Review Rated**

ASSOCIATES

Ali Abtahi, (Associate) born Tehran, Iran, July 16, 1974; admitted to bar, 2002, Wisconsin; 2003, California. **Education:** University of Wisconsin-Madison (B.S., 1996; J.D., cum laude, 2001); Harvard School of Public Health (M.S., 1999). Author: with McCarthy N., "Preying on the Elderly: How Predatory Lenders Have Robbed Millions of Americans of Millions of Dollars," Forum 20-23, January/February 2006; "HMDA's Effect on Controlling Predatory Lending," CAOC Annual Hawaii Seminar, November 2005; with Derr Segui-Gomez M., et al. "The Effect of Population Safety Belt Usage Rates on the Number of Vehicle-Related Fatalities," Accident Analysis & Prevention, 34: 101-110, 2002; with Meili M., "Consumer Law: Advances and Setbacks," Advancing the Consumer Interest, 12(2): 3-7, 2000; with Mueller N., Okayama A., et al. "Lack of Evidence for a Role of HTLV-I in the Occurrence of Subclinical HAM/TSP in the Miyazaki Cohort Study," Journal of AIDS, 24(1): 86-87, May 2000. **Languages:** Farsi and Spanish. *Email:* Ali.Abtahi@cotchett.com

Philip L. Gregory, (Associate) born Newton, Massachusetts, September 1, 1954; admitted to bar, 1980, California, U.S. District Court, Northern District of California and U.S. Court of Appeals, U.S. Supreme Court. **Education:** Bowdoin College (B.A., magna cum laude, high honors, English, Government, 1976); Santa Clara University School of Law and Business School (J.D., 1980; J.D., 1980). Mediator, U.S. District Court, Northern District of California. Judge Pro Tem, Santa Clara County Superior Court (Member, Arbitration Panel). Member: Supreme Court Society; Historical Society for the U.S. District Court, Northern District of California. **Member:** San Mateo County, Santa Clara County (Former Chair, Federal Courts Committee) and American Bar Associations; State Bar of California (Founding Chair, Subcommittee on Trade Secrets); Association of Trial Lawyers of America; American Business Trial Lawyers Association; American Inns of Court.

William A. Ingram Inn (President-Elect, Executive Committee). **Languages:** French. **Practice Areas:** Intellectual Property Litigation; Complex Commercial Litigation; Complex Business Securities Fraud; Health Care Fraud. **AV Peer Review Rated**

Ara Jabagchourian, (Associate) born Fresno, California, March 26, 1974; admitted to bar, California. **Education:** California State University, Fresno (B.A., 1996); Hastings College of the Law, University of California (J.D., 1999). Judicial Extern: Associate, Justice Marvin R. Baxter, (California Supreme Court, 1999; Presiding Justice James Ardia, California Court of Appeal, Fifth Appellate District, 1997. **Member:** Bar Association of San Francisco; State Bar of California; San Mateo County Trial Lawyers Association; Consumer Attorneys of California. **Languages:** Armenian. **Practice Areas:** Antitrust; Commercial Litigation; Product Liability.

Aron K. Liang, (Associate) born Skokie, Illinois, October 3, 1977; admitted to bar, 2003, California. **Education:** University of Washington (B.A., 1999) Golden Key; Hastings College of the Law, University of California (J.D., magna cum laude, 2003). Order of the Coif. Member, Thurgood Marshall Society. **Member:** San Mateo County and American Bar Associations. **Languages:** Cantonese. **Practice Areas:** Securities Litigation; Civil Litigation. *Email:* Aron.K.Liang

Barbara L. Lyons, (Associate) born Hanover, New Hampshire, December 31, 1954; admitted to bar, 1994, California and U.S. District Court, Eastern District of California; 2004, U.S. District Court, Northern, Central and Southern Districts of California and U.S. Court of Appeals, Ninth Circuit. U.S. Supreme Court. **Education:** Harvard University (A.B., cum laude, 1976); University of California, Davis School of Law (J.D., 1994). Recipient, American Jurisprudence Award in Jurisprudence, University of California Davis School of Law, 1993. **Member:** Sacramento County Bar Association (Member, Business Law Section; Legislative Affairs Committee, 1995-1997; Executive Committee, 1997-1999); San Mateo County Bar Association; California Women Lawyers; Attorneys of California; State Bar of California; San Mateo County Trial Lawyers Association; Foundation; Association of Trial Lawyers of America; Legal Aid Society of San Mateo County (Member, Board of Directors, 2005—). **Practice Areas:** Civil Litigation. *Email:* Barbara.L.Lyons

Nanci E. Nishimura, (Associate) born Los Angeles, California, June 28, 1953; admitted to bar, 1991, California; 1999, U.S. Supreme Court. **Education:** University of Southern California (B.A., 1975, M.A., 1978); The Columbus School of Law, The Catholic University, Washington, D.C. (J.D., 1989). Co-Author: "An Invasion of Privacy: The Media's Involvement in Law Enforcement," 18 L.A.Ent.L.J. (1999). Commissioner, California State Bar Judicial Nominees Evaluation Commission. **Member:** Los Angeles County, San Mateo County (Member, Women Lawyers Section) and Bar Associations; California Women Lawyers; Association of Trial Lawyers of America; Consumer Attorneys of California. Fellow, American Bar Foundation. **Reported Cases:** *Ayeni v. Mott*, 18 F.3d 680 (2d Cir. 1994), cert. denied, 514 U.S. 1062 (1995), affg *Ayeni v. CBS Inc.*, 848 F.2d 362 (E.D.N.Y. 1994); *Harlan v. Berger*, 526 U.S. 808 (1999) (per curiam), on remand, 18 F.3d 1155 (9th Cir. 1999); *Brunette v. Humane Society of Ventura County*, 294 F.3d 1205 (9th Cir. 2002). **Languages:** Conversational Japanese. **Practice Areas:** Securities; Consumer Law; Antitrust; Class Actions; First Amendment Law; Fourth Amendment Law.

Niki B. Okcu, (Associate) born Istanbul, Turkey, December 24, 1977; admitted to bar, 2004, California, U.S. District Court, Northern District of California and U.S. Court of Appeals, Ninth Circuit. **Education:** University of California at Santa Cruz (B.A., with honors, 1999); Santa Clara University School of Law (J.D., 2003). **Member:** San Mateo County and American Bar Associations; State Bar of California; San Mateo County Trial Lawyers Association; Consumer Attorneys of California; San Mateo County Barristers. **Languages:** Turkish. **Practice Areas:** Civil Litigation; Products Liability (Pharmaceutical emphasis); Personal Injury; Consumer Protection.

Douglas Y. Park, (Associate) born Milwaukee, Wisconsin, November 14, 1968; admitted to bar, 2004, California. **Education:** Harvard College (A.B., magna cum laude with highest honor); Stanford Graduate School of Business (Ph.D., 1998); University of Michigan (J.D., 2004); State Bar of California. **Practice Areas:** Civil Litigation.

Sean E. Ponist, (Associate) born Encino, California, April 7, 1975; admitted to bar, 1999, California; 2003, Nevada. **Education:** University of California at Los Angeles (B.A., Philosophy, 1995); University of California School of Law, Davis (J.D., 1999). Dean's Honor List. **Member:** San Mateo County Bar Association (Member, Litigation and Barristers Sections, 2006—). **Language:** English.

Spanish. **Practice Areas:** Litigation; Real Estate; Environmental; Antitrust; Securities. *Er E. Ponist*

Alpana Samant, (Associate) born San Francisco, California; admitted to bar, 2005, California. **Education:** University of California (B.A., 2000; J.D., 2005). **Member:** Charles Houston Bar Association; State Bar of California; Consumer Attorneys of California. **Practice Areas:** C Litigation; Antitrust.

Laura Schlichtmann, (Associate) born San Francisco, California, 1949; admitted to bar, California; 2002, U.S. Supreme Court. **Education:** University of California at Berkeley (B. Great Distinction, 1971); Cornell University (M.R.P., 1973); Boalt Hall School of Law, Univ California (J.D., 1993). Phi Beta Kappa; Phi Kappa Phi. Recipient: American Jurisprudence Advanced Legal Research; Jurisprudence Award, Sexual Harassment; Prosser Prize, Employment Discrimination. Executive Editor, Berkeley Journal of Employment and Labor Law. Author, "Accommodation of Pregnancy-Related Disabilities on the Job," 15 Berkeley Journal of Employment and Labor Law 335, 1994. Co-Author: "Interest Arbitration: Legality, Reality & Value," California Public Employee Relations, No. 121, 1996. **Member:** San Mateo County Bar (Member, Women Lawyers Section; Vice President, San Mateo County Women Lawyers Section Educational Foundation) and American Bar Association; State Bar of California; Bay Area Legal Aid (Board Member; Member, Cy Pres Committee); California Women Lawyers; Consumer Attorneys of California; Queen's Bench; Public Justice Foundation; San Mateo County Trial Lawyers Association of Trial Lawyers of America. **Languages:** German.

OF COUNSEL

Robert B. Hutchinson, (Of Counsel) (Resident, Los Angeles Office). **AV Peer Review I**

Mark P. Friedlander, Jr., (Of Counsel) (Also Member, Friedlander & Friedlander, P.C., 11 Beverly Road, Suite 201, Mclean, VA 22101). **AV Peer Review Rated**

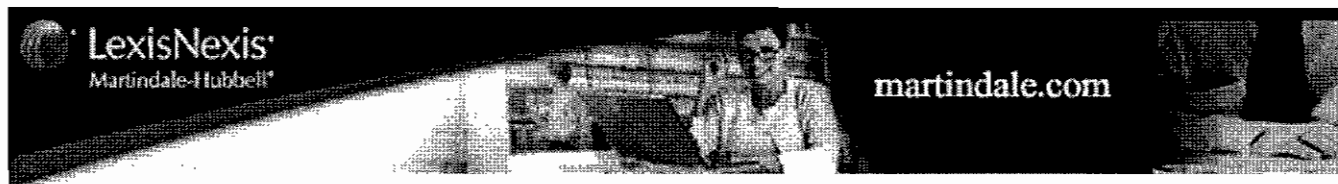
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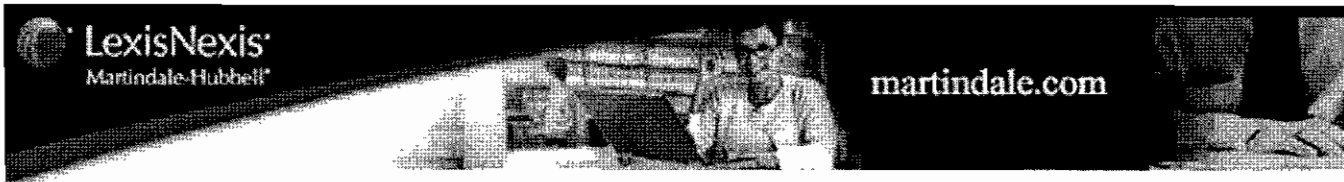
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Virginia 22101. Telephone: 703-893-9600. Facsimile: 703-893-9650.

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Exhibit B

COTCHETT, PITRE & McCARTHY*Examples of Consumer Litigation Experience***In re Ameriquest Cases**

Judicial Council Coordinated Proceeding No. 4162
 San Mateo County Superior Court
 "Bait and Switch" class action on behalf of mortgage borrowers. Class certified for all purposes in 2003. Settlement finally approved in 2005.

Banks v. Northern Trust Bank of California N.A.

Case No. BC295997
 Los Angeles County Superior Court
 Class action on behalf of beneficiaries of fixed-fee trusts charged excess trustee fees over a 21 year period. Class certification for settlement purposes and final approval of settlement, 2005.

In re Household Lending Litigation

Case No. 002-1240 CW (N.D. Cal.)
 Nationwide class action on behalf of predatory lending victims. Class certification for all purposes, 2003. Final approval of settlement, 2004.

United States v. Fairbanks Capital Corp.; Curry v. Fairbanks Capital Corp.

Civil Action Nos. 03-12219-DPW & 03-10895 (D. Mass.)
 Nationwide class action against mortgage loan servicing company for charging various improper fees, costs and charges. Class certification for settlement purposes and final approval of settlement, 2004.

In re Citigroup Loan Cases

Judicial Council Coordination Proceeding No. 4197
 San Francisco County Superior Court
 Consolidated class action on behalf of mortgage "packing" and "flipping" victims. Nationwide class certification for settlement purposes, and final approval of settlement, 2003.

Old Republic Consumer Fraud Litigation

Wisper v. Old Republic Title Co.
 San Francisco Superior Court No. 996705
Verges v. Old Republic Title Co.
 San Francisco Superior Court No. 996929
 Lead and liaison counsel in consolidated consumer class actions against title company for unfair business practices regarding fee overcharges and "cost avoidance" relationships with banks. Class certified for all purposes. Verdict of \$14 million in 2001.

Dupell v. Massachusetts General Life Ins. Co.

Santa Clara County Superior No. CV768991
 "Vanishing premium" class action on behalf of life insurance policyholders. Class certified for all purposes, 1999.

In re Louisiana-Pacific Corp. Inner-Seal OSB Trade Practices Litigation

MDL No. 1114
Agus v. Louisiana-Pacific Corp.
 No. C95-3178 VRW (N.D. Cal.)
 Nationwide product defect/Lanham Act class action on behalf of owners and operators of buildings and homes with defective and improperly certified oriented strand board wood sheathing. (Class certified and settlement finally approved, 1998)

Taylor Tire Co. v. Goodyear Tire & Rubber Co.

No. 94-1050 (S.D. Cal.)
 Class action by franchisees for unfair business practices. (Settled 1996)

In re First Capital Holdings Litigation

Master File No. 2609
 San Diego County Superior Court
 Class action on behalf of policyholders of failed insurance company. (Settled 1992/93)

Hubbard v. Fidelity Federal Bank

824 F.Supp. 909 (C.D. Cal. 1993)
 91 F.3d 75 (9th Cir. 1996)
 Class action on behalf of adjustable rate mortgage borrowers.

In re Diet Drug Litigation

Coordination Master File No. 4032
 Los Angeles County Superior Court
In re Diet Drugs (Phentermine, Fenfluramine, Dexfenfluramine) Products Liability Litigation
 E.D. Pa. MDL No. 1203
 Consumer fraud and product liability individual actions on behalf of approximately 100 individuals.

Prop. 103 Litigation

Calfarm Ins. Co. v. Deukmejian
 48 Cal.3d 805 (1989)
 Litigation regarding Proposition 103 (rate controls on insurance carriers) on behalf of Ralph Nader and his organizations.

In re Swine Flu Immunization Products Liability Litigation

89 F.R.D. 695 (D.D.C. 1980)
Adleson v. United States
 523 F.Supp. 459 (N.D.Cal. 1981)
 MDL actions for product liability.

Slavsky v. Stewart Title Co. of California

Consolidated Action No. 357357
 San Mateo County Superior Court
 Represented 115 individual plaintiffs in 81 consolidated cases arising from pyramid scheme fraud relating to fractionalized deeds of trust.

In re Executive Life Litigation

Coordination Master File No. 2632
 Los Angeles County Superior Court
 Action by insurance commissioner on behalf of failed insurance company (Filed April 1991); also filed as a class action. (Settled 1994/95)

Examples of Litigation on Behalf of Public Entities**San Francisco Unified School District**

Sacramento County Superior Court,
 Case No. 02AS03314
 Consumer fraud and negligence case against a Fortune 250 energy company in a scheme to defraud the district in connection with an energy contract to upgrade schools and help the district save in energy costs. (Settled in June of 2004 for \$43.1 million)

In Re Natural Gas Anti-Trust Cases I, II, III, & IV

Coordinated Proceedings 4221, 4224, 4226, 4228
City of Los Angeles v. Reliant, et al.
 Los Angeles Superior Court No. BC-309392
County of Santa Clara v. Sempna, et al.
 San Diego Superior Court No. GIG-832538
City and County of San Francisco v. Sempna, et al.
 San Diego Superior Court No. GIG-832539
County of Alameda v. Sempna, et al.
 Alameda Superior Court No. RG04-182878
County of San Diego v. Sempna, et al.
 San Diego Superior Court No. GIG-833371
City of San Diego v. Sempna, et al.
 San Diego Superior Court No. GIG-839407
County of San Mateo v. Sempna, et al.
 San Mateo Superior Court No. CIV-443882
UC Regents v. Reliant, et al.
 Alameda Superior Court No. RG04-183086
Association of Bay Area Governments v. Sempna, et al.

Alameda Superior Court No. RG04-186098

Sacramento Municipal Utilities District v.

Reliant, et al.

Sacramento Superior Court No. 04AS-04689

School Project for Utility Rate Reduction v. Sempna, et al.

Alameda Superior Court No. RG04-180958

Nurserymen's Exchange, Inc. v. Sempna, et al.

San Mateo Superior Court No. CIV-442605

Quers-Brockway Glass Containers, Inc. v.

Sempna, et al.

Alameda Superior Court No. RG04-192046

TAMCO Steel, et al. v. Dynegy, et al.

San Diego Superior Court No. GIG-840587

Antitrust litigation on behalf of eleven public entities and others for the reporting of false information by non-core natural gas retailers to published price indices to manipulate the natural gas market during the California energy crisis.

San Francisco Employees' Retirement System v. American International Group, Inc.

In re American International Group, Inc. Securities Litigations
 USDC Southern District of New York
 No. 05-CV-4720

Securities fraud class action on behalf of SFERS against AIG arising out defendants false and misleading statements concerning AIG's financial condition and accounting practices.

San Mateo County Public Guardian v. Commonwealth Life Ins. Co.

Alameda County Superior Court, No. 768916-3
 Consumer fraud class action against provider of reverse mortgages to elderly consumers.
 (Class Certified and settlement finally approved, 1998)

San Mateo Public Guardian v. Transamerica HomeFirst, Inc.

69 Cal. App. 4th 577 (1999)
 Coordinated Proceeding No. 4061
 San Mateo County Superior Court No. 405495
 Consumer fraud class action against provider of reverse mortgages to elderly consumers. Class certified on Business and Professional Code Violations for all purposes.

In re Commercial Tissue Products Public Entity Indirect Purchaser Antitrust Litigation

Coordinated Proceedings 4027
County of San Mateo v. Kimberly-Clark Corp.
 San Francisco County Superior Court No. 989138
 Antitrust class action on behalf of class of public entity consumers of commercial sanitary paper products against alleged price-fixing conspiracy among producers. (Appointed co-lead counsel for public entity class, 1998)

NASD Dispute Resolution and NY Stock Exchange v. Judicial Council of California

US District Court, Northern District of California
Case No. C-02-3486 WHA
Successfully defended the Chief Justice of the State of California and the Judicial Council of California in an action brought by the National Association of Securities Dealers (NASD) to invalidate California's Ethics Standards for Neutral Arbitrators by demonstrating that the 11th Amendment bars federal actions against these state actors.

Federal Energy Regulatory Commission (FERC) Litigation

United States Court of Appeals, 9th Circuit
Case No. 01-70812
Represented the California State Senate, the California State Assembly, and the City of Oakland in an action against FERC. Petitioned the Court to issue a writ of mandamus to compel FERC to take action to ensure just and reasonable rates for energy in California and all the western states.

Central Sprinkler Product Defect Litigation

County of Santa Clara v Central Sprinkler Corp.
Santa Clara County Superior Court No. 771019
Hart v Central Sprinkler Corp.
Los Angeles County Superior Ct. No. BC176727
Consumer class action against manufacturer of automatic fire suppression sprinklers for product defects and consumer fraud. (Class certified and settlement finally approved, 1999)

Examples of Securities Litigation Experience**AOL Time Warner**

California State Teachers' Retirement System v AOL Time Warner Inc., et al.
San Francisco County Superior
Case No. OGC-03-422609
Securities action on behalf of CALSTRS for a loss in excess of \$200 million. The complaint charges certain AOL Time Warner executives and directors, its accountants, and banks with violations of state securities laws and alleges that the scheme involved, among other things, improperly recognizing revenue and engaging in fraudulent transactions to create the appearance of revenues where none existed.

Qwest

California State Teachers' Retirement System v Qwest

Communications International Inc., et al.

San Francisco County Superior No. CV 415546
Securities action on behalf of CALSTRS for a loss in excess of \$100 million. The complaint charges certain Qwest executives and directors, its accountants, and banks with violations of state securities laws and alleges that defendants made false and misleading statements about Qwest's financial condition.

WorldCom

The Regents of the University of California v Salomon Smith Barney, Inc., et al.
San Francisco County Superior No. OGC-03-41730
Securities action, on behalf of The Regents of the University of California, for a loss of more than \$350 million. Defendants are alleged to have issued false and misleading analyst reports and ratings regarding the business operations, of WorldCom, and price targets for WorldCom common stock

Homestore

In re: Homestore.com, Inc. Securities Litigation USDC - Central District of CA
Master File No. 01-CV-11115 RSWL
Lead Counsel for CalSTRS in a securities fraud class action against Homestore.com, Inc., its senior officers and directors, its auditors, and other companies who engaged in fraudulent "roundtripping" transactions, increasing revenues by false accounting methods.

Global Crossings

In re: Global Crossing Ltd. Securities & "ERISA" Litigation
USDC Southern District of New York
No. 02-CV-7481; MDL No. 1472
Securities fraud class action on behalf of large investors against Global Crossing, Ltd. for misrepresentation and artificially inflating its financial results through 2001.

Enron (Silvercreek)

Silvercreek Management Inc., et al. v Salomon Smith Barney, Inc., et al. USDC Southern District of Texas
Master Case No. 01-CV-3624
Securities action on behalf of the plaintiff investment fund for a \$125 million bond loss. The complaint charges certain Enron executives and directors, its accountants, and banks with violations of the federal securities laws and alleges that defendants engaged in massive insider trading while making false and misleading statements about Enron's financial performance.

WorldCom (Hallisey)

In re: Salomon Analyst
USDC Southern District of New York
Master Case No. 02-CV-3687

Securities class action against Salomon Smith Barney, Inc. and Salomon's lead telecommunications analyst Jack Grubman related to their scheme to defraud investors by perpetuating the myth of financial viability of WorldCom. Defendants are alleged to have issued false and misleading analyst reports and ratings regarding the business operations and price targets of WorldCom common stock.

In re American Continental Corp./Lincoln Savings & Loan Securities Litigation

794 F.Supp. 1424 (D. Ariz. 1992)

Aetna Cas. & Sur. Co. v. Dannenfeldt

778 F.Supp. 484 (D. Ariz. 1991)

Securities class action on behalf of shareholder and bondholder victims of Charles Keating, and related insurance coverage litigation, including lengthy jury trial. (Largest jury verdict against an individual defendant in American history.)

Orange County Securities Litigation

Smith v. Merrill Lynch

Orange County Superior Court, No. 753411

Securities class action on behalf of the debt securities holders of Orange County and its investment pool participants. (Settled 1997)

Acclaim Securities Litigation

Campbell v. Petermeier, et al.

Alameda County Superior No. 760717-4

Campbell v. Acclaim Entertainment, Inc., et al.

No. 96 Civ. 5099 TCP (E.D.N.Y.)

Securities class action arising from stock swap merger. (Settled 1997)

In re Pilgrim Securities Litigation

Master File No. CV-94-8491 KN (C.D. Cal.)

Mutual fund fraud class action. (Settled 1997)

In re Oak Technologies Securities Litigation

Santa Clara County Superior No. CV958510

Securities class action for insider trading and abuse of control. (Appointed co-lead counsel, 1996)

In re HomeFed Securities Litigation

S.D. Cal. No. 90-799-T (CGA)

Represented bankrupt S&L as plaintiff in action against former S&L officers, directors and accountants for mismanagement and breach of fiduciary duty.

Giorgetti v. BankAmerica Corp.

San Francisco Superior No. 998949

Shareholder class action for failure to pay control premium in connection with merger.

West Valley Litigation

Knight v. Rayden

Santa Clara County Superior No. 732332

Real estate limited partnership investors class action. (Settled 1995/96)

Central Bank Litigation

Almeida v. Peat Marwick Mitchell & Co.

Alameda County Superior Court, Consolidated Master File No. 668436-9

Shareholder class actions. (Settled 1993)

In re Ursula Borelli d.b.a. Pyramid Realty

Dickinson v. Duck

132 B.R. 648 (N.D. Cal. 1991)

Class action investment fraud litigation.

Harmesen v. Smith

693 F.2d 932 (9th Cir. 1982)

586 F.2d 156 (9th Cir. 1978)

542 F.2d 496 (9th Cir. 1976)

Securities class action on behalf of shareholders of United States National Bank against C. Arnholt Smith and other officers, directors, and insiders. Multi-million dollar jury verdicts upheld on appeal. The first securities class action tried on both liability and damages to a jury.

In re Informix Derivative Litigation

Master File No. 401818

Smurthwaite v. White

San Mateo County Superior Court, No. 401818

Lead derivative counsel in consolidated shareholder derivative actions against corporate officers, directors and accountants relating to accounting fraud.

In re Sybase Derivative Litigation

Master File No. 793459-9

Krim v. Kertzman

Alameda County Superior Court, No. 793459-9

Lead derivative counsel in consolidated shareholder derivative actions against corporate officers and directors.

Bily v. Arthur Young & Co.

3 Cal.4th 370 (1992)

Professional negligence action on behalf of shareholder for materially misleading financial statements.

J. David Dominelli Litigation

Rogers & Wells v. Superior Court

175 Cal.App.3d 545 (1986)

Investor fraud litigation on behalf of hundreds of clients in San Diego County Superior Court, including lengthy jury trial.

In re Technical Equities Litigation

Coordination Master File No. 1991

Santa Clara County Superior Court

Abelson v. National Union

28 Cal.App.4th 776 (1994)

McLaughlin v. National Union

21 Cal.App.4th 486 (1994)

Chatton v. National Union

10 Cal.App.4th 846 (1992)

Helfand v. National Union

10 Cal.App.4th 869 (1992)

National Union v. Aronson

163 B.R. 350 (N.D. Cal. 1993)

Industrial Indemnity v. Superior Court

214 Cal.App.3d 259 (1989)

Investor fraud litigation, and subsequent insurance coverage and insurance bad faith litigation, on behalf of hundreds of individual plaintiffs, including three lengthy jury trials, and three court trials. (Largest verdict in California for 1991.)

Durrett v. McCabe

San Mateo County Case No. 406767

Derivative litigation by holder of American Depository Shares against officers and directors of CBT Group PLC for accounting fraud and insider trading.

Examples of Antitrust Litigation Experience**In re: Hydrogen Peroxide Antitrust Litigation**

US District Court, Northern District of California

Case No: C-05-1284 MHP, MDL No. 1682

Antitrust class action for conspiracy to fix prices of hydrogen peroxide manufactured and sold by defendants who were engaged in an alleged price-fixing conspiracy.

(Currently pending before the Judicial Panel on Multidistrict Litigation)

Bathroom Fittings Antitrust Litigation

Los Angeles County Superior Court

Master File No. BC328849, J.C.C.P No. 4415

Antitrust class action for conspiracy to fix prices of Bathroom Fittings manufactured by defendants participating in an alleged price-fixing conspiracy.

(Currently before the Judicial Council for Coordination Proceeding)

Magazine Paper Antitrust Litigation

San Francisco County Superior Court

Master File No. CGC-432167

Antitrust class action for price-fixing conspiracy against magazine paper producers International Paper, Co., MeadWestvaco Corporation, Norse Skog, Stora Enso, Sappi Limited, S.D. Warren Company, and others.

In re: Foundry Resins Antitrust Litigation

US District Court, Southern District of Ohio

MDL No. 1638 and Master File No. 2:04-md-1638

Antitrust class action for conspiracy to fix prices of resins manufactured by Ashland Inc., Ashland Specialty Chemical Company, Borden Chemical Inc., Delta HA, Inc., HA International LLC.

Automotive Paint Antitrust Litigation

Alameda County Superior Court

J.C.C.P. No. 4199

Antitrust class action for conspiracy to fix the price of auto paint by manufacturers engaged in an alleged price-fixing conspiracy.

(Pending Partial Settlement 2005, Class Certified 2004, Appointed Co-Liaison Counsel, 2002)

In re: Dynamic Random Access Memory (DRAM) Antitrust Litigation

US District Court, Northern District of California

MDL No. 1486 and Master File No. M-02-1486PJH

Antitrust class action for a price-fixing conspiracy amongst DRAM manufacturers. (Appointed Co-Discovery Chair 2002)

In re Methionine Antitrust Litigation

MDL No. 1311 and Master File No. C99-3491 CRB

(N.D. Cal.)

Antitrust class action against Novus International, Mitsui & Co, Nippon Soda, Rhone-Poulenc, Degussa-Huls and others for conspiracy to fix prices and restrain trade. (Appointed co-lead counsel for Class, class certified, 2000; settlement finally approved, 2002)

Kopies, Inc. et al. v. Eastman Kodak Co.

Civ. No. C94-0524 JLQ (N.D. Cal.)

Antitrust class action by copier service firms against parts manufacturer for illegal tying of products and services. (Class certified, 1994; settlement finally approved, 1999)

In re Citric Acid Antitrust Litigation

MDL No. 1092 and Master File No. C95-2963 FMS

(N.D. Cal.)

Antitrust class action against Archer-Daniels Midland Co. and others for conspiracy to fix prices and restrain trade. (Class certified, 1996, settled in part, 1998)

In re Beer Antitrust Litigation

No. 97-20644 SW (N.D. Cal.)
 Antitrust class action on behalf of specialty beer brewers against Anheuser-Busch, Inc. for attempt to monopolize U.S. beer industry by denying access to distribution channels.

In re Sodium Gluconate Antitrust Litigation

MDL 1226
Chemical Distribution, Inc. v AKZO Nobel Chemicals, BV
 No. 97-4142 CW (N.D. Cal.)
Chemical Distribution, Inc. v Roquette Freres
 No. 98-00070 (N.D. Cal.)
 Antitrust class actions for price fixing of sodium gluconate, an industrial cleaning agent. (Class certified, 1998; settlement finally approved, 1999)

Livingston v. Toyota Motor Sales USA, Inc.

No. C94-1377 MHP (N.D. Cal.)
 Antitrust class action under Sherman Act by purchasers of Toyota vehicles for secret rebates. (Settled 1997)

Truta v. Avis Rent A Car System, Inc.

193 Cal.App.3d 802 (1987)
 Class action for antitrust and unfair business practices.

Examples of Environmental Litigation Experience**Avila Beach Environmental Litigation**

Poist v Unocal Corp.
 San Luis Obispo Superior Court No. 081289
 Environmental toxic class action on behalf owners of interest in timeshares in coast-side town for nuisance arising out of petroleum contamination and remediation efforts. (Settlement preliminarily approved, 1998)

In re Burbank Environmental Litigation

C.D. Cal. Master File No. 96-5584 MRP
 Actions on behalf of homeowners for nuisance arising from environmental remediation efforts at site of massive toxic contamination.

Californians for Native Salmon

221 Cal.App.3d 1419 (1990)
 Representative action regarding approval of timber harvest plans.

Examples of Qui Tam Litigation Experience**California ex rel. Richardson v. Ischemia Research & Education Foundation**

San Francisco Superior Court No. 964656
 Qui tam California False Claims Act case against research foundation for failure to pay direct and overhead costs in clinical drug studies to its host university. (Settled, 1997)

United States v. Columbia HCA

USDC – Northern District of CA C-97-2943 THE
 Qui Tam False Claims Act litigation against healthcare provider for false billing.

Examples of Complex Personal Injury Litigation Experience**Malhotra v. Nathan**

San Francisco Superior No. 976634
 Represented 13 victims of personal injuries and wrongful death arising out of Franklin Street balcony collapse in 1996.

In re MGM Grand Hotel Fire Litigation

570 F.Supp. 913 (D.Nev. 1983)
 MDL consolidated litigation by personal injury victims.

McCasey V. United States Department of the Navy, et al.

N.D. Cal. No. C 00 2063 JL (ARB), (Consolidated with Case No. C-00 20204 PVT (ARB))
 Wrongful death case based upon electrocution.

Zakoyan V. Poma Distributing Company, Inc. et al.

Orange County Superior No. 817726 [Consolidated with Case No. 818443 (*Thompson v State of California*) and Case No. 00CC03040 (*Branch v State of California*)]
 Wrongful death case based upon highway design.

Examples of First Amendment Litigation Experience**Isuzu Motors Ltd. v. Consumers Union of the United States, Inc.**

C.D. Cal. No. 97 5685 RAP
 Represented defendant publisher of Consumer Reports in defamation/product disparagement litigation brought by auto manufacturer against non-profit consumer testing organization.

Suzuki v. Consumers Union

Suzuki Motor Corp. Japan v Consumers Union of the United States, Inc

C.D. Cal. No. SA CV 96-340 AHS

Represented defendant publisher of Consumer Reports in defamation/product disparagement litigation brought by auto manufacturer against non-profit consumer testing organization.

Kendall-Jackson Winery v. E&J Gallo Winery

N.D.Cal. No. 97-16185

150 F.3d 1042 (9th Cir. 1998)

Represented defendant in trade dress and unfair business practice litigation. (Judgment and verdict for defendant after jury trial.)

In re Cable News Network and Time Magazine "Operation Tailwind" Litigation

MDL No. 1257

Sheppard v Cable News Network, Inc

Case No. C-98 20946 JF (N.D. Cal.)

Action against Time and CNN on behalf of Vietnam veterans falsely reported to have committed war crimes in Laos.

Exhibit C

FILED

OCT 22 1997

RICHARD W. WIEKING
CLERK, U.S. DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

IN RE LOUISIANA-PACIFIC
CORPORATION INNER-SEAL OSB
TRADE PRACTICES LITIGATION

No. MDL Docket 1114
Master File No.
C-95-3178-VRW
CLASS ACTION

ORDER.

This document Relates to:
ALL ACTIONS

District court approval of a class action settlement proposal proceeds in two steps. See FRCP 23(a). First, the parties submit the proposed terms of the settlement to the court for a preliminary fairness evaluation. Second, after class member have been given notice and an opportunity to opt out, the court makes a final determination whether to approve the settlement as "fair, adequate and reasonable." See Armstrong v Board of School Directors of Milwaukee, 616 F2d 305, 314 (9th Cir 1980); Manual for Complex Litigation Third § 30.41, at 236-38.

At the provisional approval, the court must consider (1) whether to certify the settlement class; (2) whether the proposed settlement appears to be within a range of reasonableness; and (3)

United States District Court
For the Northern District of California

COPIES OF RECORD

1 same as all other class members: L-P's manufacture and testing w
2 improper, negligent and resulted in harm to the class. Typicalit
3 is, therefore, present. See also part I-D.

4 D

5 The final prerequisite to class certification under Rul
6 23(a) is that the representative parties "fairly and adequately
7 protect the interests of the class." FRCP 23(a)(4). In this
8 circuit, representation is "adequate" if: (1) the attorney
9 representing the class is qualified and competent; and (2) the
10 class representatives do not have interests antagonistic to the,
11 rest of the class. Haley v Medtronic, Inc, 169 FRD 643, 648 (CD
12 Cal 1996); see Lerwill v Inflight Motion Pictures, Inc, 582 F2d
13 507, 512 (9th Cir 1978). Where, as here, the proposed settlement
14 has been negotiated prior to class certification, the court must
15 especially vigilant in its efforts to scrutinize the performance
16 plaintiffs' attorneys because there is a heightened risk that the
17 attorneys colluded with each other to settle the case at the
18 expense of the class. In re California Micro Devices Securities
19 Litigation, 168 FRD 257, 261 (ND Cal 1996); see Mars Steel Corp v
20 Continental Illinois Nat'l Bank & Trust Co, 834 F2d 677, 681-82
21 (7th Cir 1987).

22 The court is satisfied that the proposed class counsel o
23 Cotchett & Pitre and Corey, Luzaich, Gemello, Manos & Pliska are
24 competent to represent the class. The Cotchett firm, in
25 particular, has appeared before the court in other actions and
26 performance of its attorneys to date in this and in other cases is
27 a testament to the ability of these attorneys. The issues that
28 concern the court are whether the named plaintiffs can effectively

1 firms Cotchett & Pitre and Corey, Luzaich, Gemello, Manos & Pliska;
2 as co-lead class counsel; (2) the firms Gilman & Pastor; Schubert
3 Reed LLP; and Shapiro, Grace, Haber & Urmey to the executive
4 committee and (3) the named plaintiffs as settlement class
5 representatives. For the reasons stated in part I of this order,
6 the court finds that the attorneys and class representatives named
7 above can adequately represent the interests of the class.
8 Accordingly, the court GRANTS plaintiffs' motions for appointment
9 of class counsel and class representatives.

10 v

11 For the foregoing reasons, the court ORDERS:

12 (1) plaintiffs' motion for conditional certification of
13 plaintiff class (Doc #18, pt 1) is GRANTED;

14 (2) the parties' joint motion for preliminary approval of the
15 settlement agreement is GRANTED;

16 (3) approval of the form and manner of notice is RESERVED;

17 (4) plaintiffs' motion for appointment of class
18 representatives (Doc #18, pt 2) is GRANTED; and

19 (5) plaintiffs' motion for appointment of class counsel (Doc
20 #18, pt 2) is GRANTED.

21 IT IS SO ORDERED.

22
23
24 

25 VAUGHN R. WALKER
26 United States District Judge
27
28

Exhibit D

1 IN THE SUPERIOR COURT OF THE STATE OF CALIFORNIA

2 IN AND FOR THE COUNTY OF SAN FRANCISCO

3 HONORABLE RICHARD A. KRAMER, JUDGE

4 DEPARTMENT NO. 304

5 ---oOo---

6
7 COORDINATION PROCEEDINGS)

SPECIAL TITLE {RULE 1550(b)})

8)
9 CITIGROUP LOAN CASES)

Judicial Council

)Coordination Proceeding

10) No. 4197

)

11)

12 REPORTER'S TRANSCRIPT

13 OF PROCEEDINGS ON

14 WEDNESDAY, APRIL 23, 2003

15 ---oOo---

16
17
18 PLEASE NOTE GOVERNMENT CODE SECTION 69954(d):

19
20 "ANY COURT, PARTY, OR PERSON WHO HAS PURCHASED A
21 TRANSCRIPT MAY, WITHOUT PAYING A FURTHER FEE TO THE REPORTER,
22 REPRODUCE A COPY OR PORTION THEREOF AS AN EXHIBIT PURSUANT TO
23 COURT ORDER OR RULE, OR FOR INTERNAL USE, BUT SHALL NOT
24 OTHERWISE PROVIDE OR SELL A COPY OR COPIES TO ANY OTHER PARTY
25 OR PERSON."

26
27 Reporter: Irene Burns, CSR #1815

28

APPEARANCES: (PAGE 1 OF 2)

For Corona Plaintiffs:

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MILBERG, WEISS, BERSHAD, HYNES & LERACH
By: MELVIN I. WEISS, Attorney at Law
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New York, New York 10110

For Uiagalelei Plaintiffs:

STEYER, LOWENTHAL, BOODROOKAS, ALVAREZ & SMITH
By: ALLAN STEYER, Attorney at Law
One California Street, 3rd Floor
San Francisco, CA 94111

For the Morales Plaintiffs:

WASSERMAN, COMDEN, CASSELMAN & PEARSON
By: CLIFFORD H. PEARSON, Attorney at Law
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Los Angeles, CA 91357

-and-

COTCHETT, PITRE & SIMON
By: NIALl MCCARTHY Attorney at Law
JOSEPH W. COTCHETT, Attorney at Law
840 Malcolm Road, Suite 200
Burlingame, CA 94010

For the Lent Plaintiffs:

DAMRELL, NELSON, SCHRIMP, PALLIOS, PACHER & SILVA
By: GENE J. STONEBARGER, Attorney at Law
1602 I Street, 5th Floor
Modesto, CA 95354

(APPEARANCES CONTINUED ON NEXT PAGE)

1 me too.

2 All right, so then you are personally familiar with her
3 involvement, am I correct?

4 MR. WEISS: Absolutely, your Honor.

5 THE COURT: Would you say then that the 2,497 hours that
6 is listed in the schedule seems accurate in light of your
7 personal familiarity with her work on this case?

8 MR. WEISS: Unquestionably. As a matter of fact when I
9 saw that number I was surprised that it was that little given
10 the length of time that we were involved in this case. It's
11 something like three or four hundred hours a year and I know
12 that she has been personally committed to this case on an
13 ongoing basis at least to that extent.

14 THE COURT: All right, thank you very much.

15 MR. WEISS: Thank you, your Honor.

16 THE COURT: All right, with that having been described
17 I'll give you a tentative ruling on the attorneys' fees. The
18 tentative ruling is to approve the fees as requested. I have a
19 number of points that are of significance to me, the first is
20 the magnitude of this litigation, not just in terms of the
21 scope and complexity of the issues, but also the duration of
22 the investigation and pursuit of the litigation multi-state,
23 multi-jurisdictional, multifaceted, big piece of litigation
24 here.

25 The lawyers, many of whom I am personally familiar with,
26 are top notch lawyers who have provided excellent
27 representation of the class interest and diligently pursued
28 this case to what I consider to be an extremely fair and

1 appropriate resolution.

2 The time submissions, especially in light of the quality
3 of the lawyers and the law firms involved, appear to be
4 reasonable to me. The numbers are of course high, but in light
5 of my earlier comments regarding the nature and duration of the
6 litigation they are in my mind in no way unduly high, I have a
7 lot of experience in this kind of litigation and it all winds
8 up with what good lawyers would spend on this kind of case.

9 The rates seem to be consistent with appropriate rates
10 for similar services in the respective communities. I too am
11 familiar with that as well by virtue of my seeing some of these
12 cases. I'm mindful that the fees do not come out of the class
13 pot, as it were, they are a separate payment, that of course
14 doesn't mean that I have in any sense shirked the
15 responsibility of evaluating the fees independently, it simply
16 means that's another consideration that in my mind the
17 defendants, in my experience, don't like to give away their
18 money, so I would assume, rightfully so I'm sure, that there
19 was an analysis of the appropriateness of the fee amount by
20 those who are on the other side of the front lines dealing with
21 these people.

22 I am mindful also that the mediators in this case
23 thought the fee was appropriate. One of the objectors pointed
24 out to me something that I already knew and that is the
25 mediators mediate and don't decide things, nonetheless we had
26 the highest quality mediators who went out of their way to
27 communicate a judgment to me, which judgment, while not
28 determinative, is certainly another piece of evidence.

1 STATE OF CALIFORNIA)
2 CITY AND COUNTY OF SAN FRANCISCO) ss.
3)
4

5 REPORTER'S CERTIFICATE
6
7

8 I, Irene Burns, do hereby certify that I am an
9 Official Court Reporter of the Superior Court of the City and
10 County of San Francisco, State of California, and that as such
11 I reported the proceedings had in the foregoing matter at the
12 date and place set forth herein;
13

14 That my stenographic notes were thereafter transcribed
15 by computerized transcription; and that the foregoing pages 1
16 through 42 inclusive constitute a full and correct transcript
17 of my said notes to the best of my ability.
18

19 Dated this 13th day of February, 2004.
20
21
22

23 -----
24 Irene Burns

25 C.S.R. No. 1815
26
27
28

Exhibit E

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LAURA SCHLICHTMANN (#169699)
2 COTCHETT, PITRE, SIMON & McCARTHY
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3 840 Malcolm Road, Suite 200
Burlingame, CA 94010
4 Tel: (650) 697-6000
Fax: (650) 697-0577

5 GILMUR R. MURRAY (#111856)
6 DEREK G. HOWARD (#118082)
MURRAY & HOWARD LLP
7 436 14th Street, Suite 1413
Oakland, CA 94612
8 Tel: (510) 444-2660
Fax: (510) 444-2522

9 Attorneys for Plaintiffs Lindie L. Banks and
10 Kimball Wheeler, the Class, and the General Public

11 SUPERIOR COURT OF THE STATE OF CALIFORNIA
12 COUNTY OF LOS ANGELES
13 CENTRAL CIVIL WEST
14

Civil No. BC295997

CLASS ACTION

16 LINDIE L. BANKS, KIMBALL WHEELER,
17 Individually, and On Behalf of All Others
Similarly Situated, and the General Public,

18 Plaintiffs,

19 v.

20 NORTHERN TRUST BANK OF
21 CALIFORNIA N.A., and DOES 1-100, et al.,

22 Defendants.
23
24
25
26
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28

~~Proposed~~
ORDER APPROVING AWARD OF
ATTORNEYS' FEES, COSTS, AND
CLASS REPRESENTATIVE
INCENTIVE PAYMENTS

Date: March 24, 2005
Time: 1:30 p.m.
Dept.: 309
Hon. Anthony J. Mohr

Complaint filed: May 20, 2003

ORIGINAL FILED

MAR 25 2005

LOS ANGELES
SUPERIOR COURT

REC'D MAR 17 2005

1 The Unopposed Application of Class Counsel for Award of Attorneys' Fees,
 2 Costs, Class Representative Incentive Payments ("Application") came before this Court
 3 for hearing on March 24, 2005, pursuant to the Court's December 22, 2004, Order
 4 Granting Preliminary Approval of Class Settlement ("Preliminary Approval Order"). The
 5 Named Plaintiffs and Defendant Northern Trust Bank of California N.A. appeared
 6 through their counsel of record.

7 The Court has read and considered the Application, all supporting declarations,
 8 and all other materials relating to the Application. Based on a review of the record in this
 9 matter, including the papers filed by Class Counsel and the arguments of all counsel at the
 10 hearing, and good cause appearing therefor,

11 IT IS HEREBY ORDERED as follows:

12 1. The Court finds that due and adequate notice was provided to all settlement
 13 class members, among other things advising them expressly and clearly of the intent of
 14 Class Counsel to seek an award of attorneys' fees of no more than \$5.5 million, plus
 15 reimbursement of their litigation expenses, to be paid out of the \$21.15 million class
 16 settlement fund. The Court also finds that the class settlement notice advised class
 17 members that Class Counsel intended to request incentive payments to the two named
 18 Plaintiffs, Lindie L. Banks and Kimball Wheeler, in the amount of \$15,000 each over and
 19 above whatever recovery may be allocated to them as members of the class. The Court
 20 finds further that the notice to settlement class members advised them clearly about their
 21 right to object to the proposed awards; that a full and fair opportunity was provided for all
 22 such persons to be heard with respect to the Application; and that none of the class
 23 members objected to any aspect of the proposed settlement, including these proposed
 24 awards.

25 2. The Court awards Class Counsel attorneys' fees in the amount of
 26 \$5.5 million, plus expenses in the amount of \$182,095.20, or \$5,682,095.20 altogether, to
 27 be paid out of the \$21.15 million settlement fund. The award of \$5.5 million in attorneys'
 28 fees represents 26% of the class recovery, and also reflects a lodestar (hours expended

1 times regular hourly rates) of approximately \$1.9 million, augmented by a multiplier of
2 2.9.

3 3. The Court finds generally that the amount of fees and costs awarded herein
4 is fair and reasonable to the settlement class in light of the extraordinarily favorable class
5 recovery; the complexity, novelty, and litigation risk of issues involved in the litigation;
6 the care taken by Class Counsel in negotiating a complex settlement package and
7 communicating its terms clearly to class members; the fact that Class Counsel have
8 maintained this litigation on a contingent basis for nearly two years; and the continuing
9 responsibility of Class Counsel to monitor the implementation of the settlement.

10 4. In finding, based on the record submitted, that the attorneys' fees awarded
11 herein are justified, the Court has placed particular weight on the following factors:

- 12 (1) Class Counsel have achieved an excellent result for the settlement class, in AD
13 that the settlement fund of \$21.15 million (plus \$100,000 in settlement
14 administrative expenses) provides recovery (netting out the attorneys' fees
15 and costs) to approximately 1,325 class members of approximately double
16 the excess trustee fees that were charged to the class trusts from 1981
17 through 2004, despite facing a vigorous, highly skilled, and well-financed
18 opposition;
- 19 (2) The attorneys' fees award of \$5.5 million is the equivalent of 26% of the
20 recovery that the settlement provides to the settlement class, only slightly
21 more than the 25% "benchmark" for attorneys' fees awards in comparable
22 class actions (including the two previous class actions that involved trustee
23 charges to fixed fee trusts);
- 24 (3) The settlement also confers substantial public benefit by vindicating the
25 rights of trust beneficiaries both in and outside the settlement class;
- 26 (4) Class Class undertook this litigation, which involved complex issues and
27 presented substantial litigation risks, and maintained it on a wholly
28 contingent fee and cost basis;

(5) Class Counsel achieved the settlement only after spending significant efforts conducting a careful factual investigation; undertaking substantial discovery (including propounding eleven sets of interrogatories, document requests, and requests for admission; taking or defending numerous depositions, both in and outside California; and reviewing nearly 30,000 pages of documents); bringing or opposing numerous motions, including a fully briefed class certification motion; conferring with experts and consultants on trust and accounting matters; and engaging in two day-long mediation sessions, months apart, with two highly respected mediators who have special expertise in trust matters, the Hon. Daniel Weinstein (Ret.) and the Hon. Robert M. Letteau (Ret.), which ultimately helped the parties reach agreement on settlement terms;

(6) Class Counsel applied extraordinary skill and thoughtfulness in fashioning the complex settlement package and communicating it thoroughly and clearly to the class; and

(7) Class Counsel will retain significant continuing responsibility for overseeing implementation of the settlement, as specified in the parties' Stipulation and Agreement of Settlement.

Moreover, the Court finds that the \$5.5 million attorneys' fees award is further supported by the fact that the notices to the settlement class clearly advised class members that Class Counsel would seek such an award in the amount of up to \$5.5 million, and none of the approximately 1,325 class members objected.

5. Each of the two named Plaintiffs, Lindie L. Banks and Kimball Wheeler, shall receive out of the \$21.15 million settlement fund an incentive award in the amount of \$15,000, for her initiative in bringing and participating in the litigation of this class action.

6. The awarded attorneys' fees, costs, and incentive payments shall be paid upon entry of this Order subject to the terms, conditions, and obligations of the

1 Stipulation and Agreement of Settlement, which terms, conditions, and obligations are
2 incorporated herein.

3 IT IS SO ORDERED.

4 DATED: 3-25-06

5
6 ANTHONY J. MOHR

7 THE HONORABLE ANTHONY J. MOHR
8 JUDGE OF THE SUPERIOR COURT
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Exhibit F

IN THE SUPERIOR AND MUNICIPAL COURTS
COUNTY OF SAN MATEO, STATE OF CALIFORNIA
SOUTHERN BRANCH

AMERIQUEST CASE)	CASE NO. 415620
INCLUDED ACTIONS:)	JCCP NO. 4162
BRYAN VS. AMERIQUEST)	
AND)	
PIERCEALL VS. AMERIQUEST MORTGATE)	
CO. AND AMERIQUEST CAPITAL CORP.)	

REPORTER'S TRANSCRIPT OF PROCEEDINGS

BEFORE: HON. CAROL L. MITTLESTEADT, JUDGE

DEPARTMENT 1

JUNE 24, 2005

A P P E A R A N C E S
FOR THE PLAINTIFFS:

NIAL MCCARTHY, ESQ.
GEORGE DONALDSON, ESQ.
ELIZABETH PRITZKER, ESQ

FOR THE RESPONDENT:

BERNARD LESAGE, ESQ.
SARAH ANDRUS, ESQ.

FOR THE OBJECTORS:

AARON MYERS, ESQ
EMMETT STANTON, ESQ
MICHAEL BABITZKE, ESQ
MICHELLE RODRIGUEZ
(LAW FELLOW)

REPORTED BY:

ROSA MARTINEZ
C.S.R. 8893S

1 FIVE YEARS ABOUT HOW THIS CASE WAS LITIGATED.

2 THIRDLY, THE EXTENSIVE AND WELL REPUTED EXPERIENCE
3 IN SIMILAR LITIGATION OF COUNSEL ON BOTH SIDES TO THIS
4 CASE, THIS COURT HAS HAD THE DISTINCT PLEASURE OF HAVING
5 THE PARTIES IN THIS CASE REPRESENTED BY SOME OF THE FINEST
6 ATTORNEYS NOT ONLY IN THIS STATE BUT IN THIS COUNTRY AND
7 WHO HAD EXTENSIVE EXPERIENCE IN CONSUMER FRAUD AND OTHER
8 COMPLEX CIVIL LITIGATION MATTERS AND FOURTHLY, THE MINUTE
9 PERCENTAGE OF THE OBJECTORS I.E., 6 OUT OF OVER 62,000
10 POTENTIAL CLASS MEMBERS NOTICED.

11 ADDITIONALLY, I HAVE CONSIDERED THE STRENGTH AND
12 WEAKNESSES OF THE PLAINTIFF'S CASE. WE HAVE TALKED ABOUT
13 THEM ON REPEATED OCCASIONS AS WE HEARD DEMURRERS' MOTIONS
14 FOR JUDGMENT ON THE PLEADINGS, MOTIONS FOR SUMMARY
15 JUDGMENT, MOTIONS FOR SUMMARY ADJUDICATION OF ISSUES,
16 MOTION FOR CLASS CERTIFICATION, MOTION FOR DECERTIFICATION
17 OF CLASS AND I AM SURE I HAVE LEFT OUT SOME OF THE MOTIONS
18 WE HAVE DONE HERE AND THE RISK AND ASSOCIATED EXPENSES OF
19 MAINTAINING THE CLASS ACTION STATUS THROUGH TRIAL, THE
20 SUBSTANTIAL BENEFITS ACHIEVED BY THE PROPOSED SETTLEMENT,
21 WHICH I MENTIONED EARLIER, THE VIEWS AND RECOMMENDATIONS
22 OF CLASS COUNSEL AND ALSO OF THE CLASS REPRESENTATIVES.

23 THE LAW FOCUSES MORE ON THE CLASS COUNSEL, BUT I
24 ALSO THINK THAT THE DECLARATIONS THAT ARE BEFORE NAMED
25 PLAINTIFF CLASS REPRESENTATIVES ARE IMPORTANT BECAUSE THEY
26 HAVE LIVED THIS LITIGATION FOR THE LAST FIVE YEARS, ALSO,

REPORTER'S CERTIFICATE

COUNTY OF SAN MATEO)

) SS.

STATE OF CALIFORNIA)

I, ROSA MARTINEZ, HEREBY CERTIFY:

THAT I AM AN OFFICIAL CERTIFIED SHORTHAND
REPORTER OF THE MUNICIPAL AND SUPERIOR COURTS OF THE
COUNTY OF SAN MATEO, STATE OF CALIFORNIA;

THAT IN PURSUANCE OF MY DUTIES AS SUCH, I
ATTENDED THE PROCEEDINGS IN THE FOREGOING MATTER AND
REPORTED ALL OF THE PROCEEDINGS AND TESTIMONY TAKEN
THEREIN;

THAT THE FOREGOING IS A FULL, TRUE AND
CORRECT TRANSCRIPT OF MY SHORTHAND NOTES SO TAKEN.

DATED: AUGUST 11, 2005

REDWOOD CITY, CALIFORNIA

ROSA MARTINEZ

C.S.R. NO. 8893

Exhibit G

1 H. SINCLAIR KERR, JR. (61713)
MICHAEL VON LOEWENFELDT (178665)
2 ADRIAN J. SAWYER (203712)
HOLLY HOGAN (238714)
3 **KERR & WAGSTAFFE LLP**
100 Spear Street, Suite 1800
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6 Attorneys for Defendants
AXA ADVISORS, LLC, and
7 AXA EQUITABLE LIFE INSURANCE CO.

8 [Additional Counsel on Next Page]
9

10 UNITED STATES DISTRICT COURT
11 NORTHERN DISTRICT OF CALIFORNIA

12 PAUL MEOLA, individually, and on behalf of
13 all others similarly situated,

14 Plaintiff,

15 vs.

16 AXA FINANCIAL, INC.; AXA ADVISORS,
17 LLC; AXA EQUITABLE LIFE INSURANCE
18 CO.; and DOES 1 through 10, inclusive,

19 Defendants.
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Case No. C 06 4291 JSW

**[PROPOSED] ORDER RELATING
CASES**

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28 Attorneys for Plaintiffs in
Lennon, et al. v. AXA Advisors, LLC, et al.,
No. 07-1858 CW

1 **[PROPOSED] ORDER**

2 Based on the parties' Joint Motion For Administrative Relief To Consider Whether Cases
3 Should Be Related, and for good cause shown,

4 IT IS HEREBY ORDERED that:

5 1. The parties' Joint Administrative Motion to Consider Whether Cases Should Be
6 Related is GRANTED, and *Lennon, et al. v. AXA Advisors, LLC, et al.*, No. 07-1858 CW, is
7 deemed related with this action.

8 2. The Clerk of the Court is directed to reassign *Lennon, et al. v. AXA Advisors,*
9 *LLC, et al.*, No. 07-1858 CW, to the undersigned.

10 DATED: May 17, 2007

11 
12 Hon. Jeffrey S. White
13 UNITED STATES DISTRICT JUDGE
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Exhibit H

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-and-

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Attorneys for Plaintiff Anthony Bolea

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

PAUL MEOLA, individually, and on behalf
of all others similarly situated,

Plaintiff,

vs.

AXA FINANCIAL, INC.; AXA ADVISORS,
LLC; AXA EQUITABLE LIFE INSURANCE
CO.; and DOES 1 through 10, inclusive,

Defendants.

No. C06-04291-JSW

**[PROPOSED] ORDER RELATING
CASES**

~~[Proposed]~~ Order Relating Cases

Case Nos. 06-04291 JSW; 07-01858-JSW; 07-02777-JL
52575

CARLTON M. LENNON, individually, and
on behalf of all other members of the general
public similarly situated, JAMES L.
THOMPSON, individually, and on behalf of
all other members of the general public
similarly situated,

Plaintiffs,

vs.

AXA ADVISORS, LLC; AXA NETWORK,
LLC; and DOES 1 through 20 inclusive,

Defendants.

No. 07-01858 JSW

ANTHONY BOLEA, on behalf of himself
and all others similarly situated,

Plaintiff,

vs.

AXA ADVISORS, LLC and AXA
EQUITABLE LIFE INSURANCE CO.,

Defendants.

No. C07-02777-JL

Having considered the Administrative Motion To Consider Whether Cases Should Be Related
Pursuant to L.R.3-12(B) filed by Anthony Bolea in the above captioned case, ~~to which no opposition~~
has been filed, and good cause showing, and based on the lack of opposition as is evident in the parties'
case management statement in the Meola and Lennon actions,
IT IS HEREBY ORDERED AS FOLLOWS:

*Anthony Bolea, individually, and on behalf of all others similarly situated v. AXA Advisors,
LLC and AXA Equitable Life Insurance Co., et al., Case No. C07-02777 JL, is related to the earlier
filed cases of Paul Meola, et al. v. AXA Financial, Inc; AXA Advisors, LLC; AXA Equitable Life*

1 *Insurance Co.*, Case No. C06-04291 JSW, and *Carlton M. Lennon and James L. Thompson, et al.*, v.
2 *AXA Advisors, LLC; AXA Network, LLC*, Case No. 07-01858 JSW.

3 Dated: August 29, 2007
4 _____, 2007

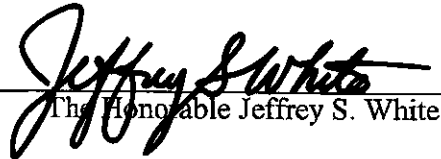
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6 The Honorable Jeffrey S. White
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Exhibit I

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

RELATED CASE ORDER

A Motion for Administrative Relief to Consider Whether Cases Should be Related or a *Sua Sponte* Judicial Referral for Purpose of Determining Relationship (Civil L.R. 3-12) has been filed. The time for filing an opposition or statement of support has passed. As the judge assigned to the earliest filed case below that bears my initials, I find that the more recently filed case(s) that I have initialed below are related to the case assigned to me, and such case(s) shall be reassigned to me. Any cases listed below that are not related to the case assigned to me are referred to the judge assigned to the next-earliest filed case for a related case determination.

C 06-04291 JSW **Meola v. AXA Financial Inc. Et al**

C 07-04368 WHA **Dhruv v. AXA Egnitable Life Insurance Co. Et al**

I find that the above case is related to the case assigned to me. : JSW

ORDER

Counsel are instructed that all future filings in any reassigned case are to bear the initials of the newly assigned judge immediately after the case number. Any case management conference in any reassigned case will be rescheduled by the Court. The parties shall adjust the dates for the conference, disclosures and report required by FRCivP 16 and 26 accordingly. Unless otherwise ordered, any dates for hearing noticed motions are vacated and must be re-noticed by the moving party before the newly assigned judge; any deadlines set by the ADR Local Rules remain in effect; and any deadlines established in a case management order continue to govern, except dates for appearance in court, which will be rescheduled by the newly assigned judge.

Dated: September 7, 2007



JEFFREY S. WHITE
UNITED STATES DISTRICT COURT